# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

#### FORM D

## NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, **SECTION 4(6), AND/OR**



USE ONLY

OMB APPROVAL er: 3235-0076

v 31, 2005

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Serial

* . · ·	DATE RECEIVED

UNIFORM LIMITED OFFERING	EXEMPTION					
UNIFORM LIMITED OFFERING						
Name of Offering ( check if this is an amendment and name has changed, and indica	te change.)					
The Emerging Markets Fund of Baillie Gifford Group Trust						
Filing Under (Check box(es) that apply): ☐ Rule 504 ☐ Rule 505 ☒ Rule 506 ☐ 5	Section 4(6) ULOE					
Type of Filing: New Filing Amendment	APR (B.S. OHR)					
A. BASIC IDENTIFI	CATION DATA					
Enter the information requested about the issuer						
Name of Issuer ( check if this is an amendment and name has changed, and indicate	change.)					
Baillie Gifford Group Trust	10 / 185 / 185 / 185 / 185 / 185 / 185 / 185 / 185 / 185 / 185 / 185 / 185 / 185 / 185 / 185 / 185 / 185 / 185					
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (including Area Code)					
Calton Square, 1 Greenside Row, Edinburgh, Scotland EH1 3AN	011-44-131-275-2000					
Address of Principal Business Operations (Number and Street, City, State, Zip Code)	Telephone Number (including Area Code)					
(if different from Executive Offices)	- William Will					
Brief Description of Business						
Baillie Gifford Group Trust is a collective investment vehicle available to qualified						
plans. The Emerging Markets Fund is a fund established under the Baillie Gifford	1 Group Trust.					
Type of Business Organization						
corporation						
Corporation — Inninced partitersinp, already formed	other (please specify): Illinois Trust					
☐ business trust ☐ limited partnership, to be formed	Source (preuse specify). Inmoss 11 ust					
Month Year						
Actual or Estimated Date of Incorporation or Organization: 1 0 8 8						
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abb	reviation for State:					
CN for Canada; FN for other for	oreign jurisdiction)					

#### GENERAL INSTRUCTIONS

#### Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

#### ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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			A. BASIC II	DENTIFICATION DAT	`A						
<ol> <li>Enter the information requested for the following:         <ul> <li>Each promoter of the issuer, if the issuer has been organized within the past five years;</li> <li>Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;</li> <li>Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and</li> <li>Each general and managing partner of partnership issuers.</li> </ul> </li> </ol>											
Check B	ox(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing Partner					
Full Nar The Nor	ne (Last name first, thern Trust Com	pany (Custodia	al Trustee) and Street, City, State, Zip	Code)							
50 South	n LaSalle Street, C	Chicago, Illinois	6 60675								
Full Nar Internat		if individual) pany Comming	⊠ Beneficial Owner       led Investment Group ′		Director	General and/or Managing Partner					
	s or Residence Add Intic Street, Stamf		nd Street, City, State, Zip	Code)							
Check B Full Nar	ox(es) that Apply: ne (Last name first,	Promoter if individual)	☑ Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner					
Business	Firemen & Police or Residence Add estmoreland, Suite	ress (Number ar	nd Street, City, State, Zip	Code)							
Full Nar Baillie C	ox(es) that Apply: ne (Last name first, Gifford Overseas L	if individual) imited (Invest		☐ Executive Officer	Director	☐ General and/or Managing Partner					
			nd Street, City, State, Zip h, Scotland EH1 3AN	Code)							
	ox(es) that Apply: ne (Last name first,		☐ Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing Partner					
Business	or Residence Add	ress (Number ar	nd Street, City, State, Zip	Code)	111111111111111111111111111111111111111						
	ox(es) that Apply: ne (Last name first,	☐Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner					
	,		nd Street City State Zin	Codo		,					

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

☐ Executive Officer

☐ Executive Officer

☐ Director

☐ Director

☐ General and/or Managing Partner

☐ General and/or Managing Partner

Check Box(es) that Apply:

Full Name (Last name first, if individual)

Check Box(es) that Apply: Promoter

Full Name (Last name first, if individual)

□ Promoter

Business or Residence Address (Number and Street, City, State, Zip Code)

Business or Residence Address (Number and Street, City, State, Zip Code)

☐ Beneficial Owner

☐ Beneficial Owner

						B. INFO	RMATIO	N ABOU	r offer	ING					
1.	1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?										Yes	No ⊠			
					A	inswer also	in Append	ix, Column	2, if filing	under ULO	E.				
2.	What is the minimum investment that will be accepted from any individual?												\$ 10,00	0,000	
3.	Does th	e offering	permit join	t ownership	of a single	unit?				••••	••••••	••••		Yes	No
4.	<ol> <li>Does the offering permit joint ownership of a single unit?</li> <li>Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.</li> </ol>											⊠			
Full N N/A		st name fir	st, if indivi	dual)											
Busin N/A	ess or Re	sidence A	ddress (Nur	nber and St	reet, City, S	State, Zip C	ode)								
	of Assoc	iated Brol	ker or Deale	er											
	in Whic	n Person L	isted Has S	olicited or	Intends to S	Solicit Purcl	nasers								
	(Check ".	All States"	or check in	ndividual S	ates)							All States			
	[AL] [IL] [MT]	[AK] [IN] [NE]	[AZ] [IA] [NV]	[AR] [KS] [NH]	[CA] [KY] [NJ]	[CO] [LA] [NM]	[CT] [ME] [NY]	[DE] [MD] [NC]	[DC] [MA] [ND]	[FL] [MI] [OH]	[GA] [MN] [OK]	[HI] [MS] [OR]	[ID] [MO] [PA]		
	[RI] Name (La	[SC] st name für	[SD] st, if indivi	[TN] dual)	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]		
N/A				,	tract City	State, Zip C	la da)	_							
N/A						State, Zip C	oue)								
Name N/A	e of Assoc	ciated Brol	ker or Deale	er											
States	in Whic	h Person L	isted Has S	folicited or	Intends to S	Solicit Purcl	nasers	_							
(Chec	k "All St	ates" or ch	eck individ	lual States)						•••••		All States			
	[AL] [IL] [MT] [RI]	[AK] [IN] [NE] [SC]	[AZ] [IA] [NV] [SD]	[AR] [KS] [NH] [TN]	[CA] [KY] [NJ] [TX]	[CO] [LA] [NM] [UT]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	[ID] [MO] [PA] [PR]		
Full N N/A	Vame (La	st name fir	st, if indivi	dual)						•	•	•	•		
	ess or Re	sidence A	ddress (Nui	mber and St	reet, City,	State, Zip C	ode)								
Name	of Assoc	iated Brol	ker or Deale	er				_				<u>.</u>			
N/A States	in Whic	h Person L	isted Has S	olicited or	Intends to S	Solicit Purch	nasers								
(Che	ck "All S	tates" or cl	neck individ	dual States)								All States			
	[AL] [IL] [MT] [RI]	[AK] [IN] [NE] [SC]	[AZ] [lA] [NV] [SD]	[AR] [KS] [NH] [TN]	[CA] [KY] [NJ] [TX]	[CO] [LA] [NM] [UT]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	[FL] [M1] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	[ID] [MO] [PA] [PR]		

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF	PROCEEDS	
	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \( \square\$\) and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		
		Aggregate Offering	Amount Already
	Type of Security	Price	Sold
	Debt	<u> </u>	\$
	Equity	\$250,000,000*	\$132,000,000
	☐ Common ☐ Preferred		I
	Convertible Securities (including warrants)	<u> </u>	S
	Partnership Interests	<u> </u>	S
	Other (Specify)	<u>S</u>	S
	Total	\$250,000,000*	\$132,000,000
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		
		Number Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors	2	\$ 132,000,000
	Non-accredited Investors		s
	Total (for filings under Rule 504 only)		\$
	Answer also in Appendix, Column 4, if filing under ULOE.		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.		
	Type of offering	Type of Security	Dollar Amount Sold
	Rule 505		S
	Regulation A		S
	Rule 504		S
	Total		s
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees		s
	Printing and Engraving Costs		S
	Legal Fees		s
	Accounting Fees		\$
	Engineering Fees		\$
	Sales Commissions (specify finders' fees separately)		s
	Other Expenses (identify) (Any offering expenses borne by the Fund will be de minimus)		S
	Total		\$ 0

<sup>\*</sup> Good faith estimate.

	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF	PROCEEDS	
	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \(\sigma\) and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		
	Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt	\$	\$
	Equity	\$250,000,000*	\$132,000,000
	☐ Common ☐ Preferred		
	Convertible Securities (including warrants)	\$	<b>S</b>
	Partnership Interests	\$	\$
	Other (Specify)	\$	\$
	Total	\$250,000,000*	\$132,000,000
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		
		Number Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors	2	\$ 132,000,000
	Non-accredited Investors		\$
	Total (for filings under Rule 504 only)		\$
	Answer also in Appendix, Column 4, if filing under ULOE.		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.		
	Type of offering	Type of Security	Dollar Amount Sold
	Rule 505		\$
	Regulation A		\$
	Rule 504		\$
	Total		\$
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees		\$
	Printing and Engraving Costs		\$
	Legal Fees		\$
	Accounting Fees		\$
	Engineering Fees		\$
	Sales Commissions (specify finders' fees separately)		\$
	Other Expenses (identify)		S
	Total		\$0
		_	L

<sup>\*</sup> Good faith estimate.

	expenses furnished in response to Part C - Questi-	ering price given in response to Part C - Question 1 and to on 4.a. This difference is the "adjusted gross proceeds to		
٠	issuer."			\$250,000,000
5.	the purposes shown. If the amount for any purpo	roceeds to the issuer used or proposed to be used for each se is not known, furnish an estimate and check the box to sed must equal the adjusted gross proceeds to the issuer se	the	
			Payments to Officers, Directors & Affiliates	, Payments To Others
	Salaries and fees		<u>S</u>	□ <b>s</b>
	Purchase of real estate		<u>s</u>	□s
	Purchase, rental or leasing and installation of mad	s	□s	
	Construction or leasing of plant buildings and fac	S	□ <b>s</b>	
	Acquisition of other businesses (including the val offering that may be used in exchange for the ass pursuant to a merger)	□ \$	□ s	
	Repayment of indebtedness		S	□s
	Working capital		S	□s
	Other (specify): The applicant will use all processecurities and to pay expense	eeds to invest in investment s associated with such investments.	□ \$	⊠\$ 250,000,000
	Column Totals		s	⊠ \$ 250,000,000
	Total Payments Listed (column totals added)		🔀 \$250	0,000,000
		D. FEDERAL SIGNATURE		
านเ		ne undersigned duly authorized person. If this notice is fil rities and Exchange Commission, upon written request of Rule 502.		
	uer (Print or Type) illie Gifford Group Trust	Signature	Date March 21, 2005	
Mi Co	me of Signer (Print or Type) ichael Mayer, on behalf of The Northern Trust impany, Custodial Trustee of Baillie Gifford oup Trust	Title of Signer (Print or Type) Vice President, The Northern Trust Company		

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

ATTENTION

OKMD

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

#### FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

OMB_APPROVAL
OMB Number: 3235-0076
Expires: May 31, 2005
Estimated average burden
hours per response16.00

SEC USE ONLY										
Prefix		Serial								
DAT	E RECEI	VED								

Name of Offering ( check	if this is an amendment and name has changed, and indicate ch	hange.)
The Emerging Markets Fu	nd of Baillie Gifford Group Trust	
	that apply): ☐ Rule 504 ☐ Rule 505 ☒ Rule 506 ☐ Secti	ion 4(6) ULOE
Type of Filing: New Filin	g 🕅 Amendment	RECEIVED TO
	A. BASIC IDENTIFICAT	TION DATA
1. Enter the information requ	uested about the issuer	A Secretary Acor S
Name of Issuer ( check if t	this is an amendment and name has changed, and indicate chan	nge.) APR U 5 2000
<b>Baillie Gifford Group Trus</b>	t	
Address of Executive Offices	(Number and Street, City, State, Zip Code)	Telephone Number (including Area Code)
Calton Square, 1 Greenside	e Row, Edinburgh, Scotland EH1 3AN	011-44-131-275-2000
Address of Principal Busines	s Operations (Number and Street, City, State, Zip Code)	Telephone Number (including Area Code)
(if different from Executive (		
Brief Description of Business	S	
	t is a collective investment vehicle available to qualified per kets Fund is a fund established under the Baillie Gifford Gr	nsion and profit-sharing trusts and certain governmental retirement roup Trust.
Type of Business Organization		
☐ corporation	☐limited partnership, already formed	<b>3</b>
	_	☑ other (please specify): Illinois Trust
☐ business trust	☐limited partnership, to be formed	
Actual or Estimated Date of	Incorporation or Organization:  Month Year  1 0 8 8	
Jurisdiction of Incompration	or Organization: (Enter two-letter U.S. Postal Service abbrevi	intion for State:
Jurisdiction of incorporation	`	<del></del>
	CN for Canada; FN for other foreig	gn jurisdiction) LLL
GENERAL INSTRUCTIO	NS	

#### Federal:

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Filing Fee: There is no federal filing fee.

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Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1972 (5/91) 1 of 8

2. Enter the info	-		-	durishing the most firm year							
<ul> <li>X Each promoter of the issuer, if the issuer has been organized within the past five years;</li> <li>X Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities</li> </ul>											
of the issuer;  X Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and											
			er of partnership issuers.			,,					
Check Box(es) t		Promoter	Beneficial Owner	Executive Officer	☐ Director	General and/or Managing Partner					
Full Name (Last <b>The Northern</b> T			Trustee)								
	idence Addre	ess (Number and	d Street, City, State, Zip	Code)							
Check Box(es) t		Promoter	Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing Partner					
Full Name (Last International P			ed Investment Group T	`rust							
Business or Res	idence Addr	ess (Number and	d Street, City, State, Zip								
400 Atlantic St					<b>—</b>						
Check Box(es) t Full Name (Last		Promoter	⊠ Beneficial Owner	Executive Officer	☐ Director	General and/or Managing Partner					
El Paso Fireme			Fund								
		,	d Street, City, State, Zip	Code)							
1155 Westmore				□ F	. Dimeter	Consolination Managine Protection					
<u>Check Box(es) t</u> Full Name (Last		Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner					
Baillie Gifford	Overseas Li	mited (Investn									
			d Street, City, State, Zip, Scotland EH1 3AN	Code)							
Check Box(es) t		Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing Partner					
Full Name (Last	t name first,	if individual)									
Business or Res	idence Addr	ess (Number an	d Street, City, State, Zip	Code)							
Check Box(es) t	that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing Partner					
Full Name (Last	t name first,	if individual)									
Business or Res	idence Addr	ess (Number an	d Street, City, State, Zip	Code)							
Check Box(es) t	that Apply:	□Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing Partner					
Full Name (Last	t name first,	if individual)									
Business or Res	idence Addr	ess (Number an	d Street, City, State, Zip	Code)							
Check Box(es) t	that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner					
Full Name (Last	t name first,	if individual)									
Business or Res	idence Addr	ess (Number an	d Street, City, State, Zip	Code)							
			•								

A. BASIC IDENTIFICATION DATA

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

						B. INFOR	RMATIO	N ABOU	OFFER	ING					
1.	Has the	issuer solo	i, or does th	ie issuer int	end to sell,	to non-accr	edited inve	stors in this	offering?	•••••••	••••••		*******	Yes	No ⊠
					А	nswer also	in Append	ix, Column	2, if filing (	under ULO	E.				
2.	2. What is the minimum investment that will be accepted from any individual?												\$ 10,000,000		
3.	3. Does the offering permit joint ownership of a single unit?												Yes	No	
														$\boxtimes$	
4.	4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.														
Full I N/A		st name fir	st, if indivi	dual)											
Busin N/A	ness or Re	sidence A	ddress (Nur	nber and St	reet, City,	State, Zip C	ode)							· · · · · · · · · · · · · · · · · · ·	
	e of Asso	ciated Brol	ker or Deale	er											
	s in Whic	h Person L	isted Has S	Solicited or	Intends to S	Solicit Purch	nasers								
	(Check "	All States"	or check in	ndividual S	tates)				•••••			All States			
	[AL] [IL] [MT]	[AK] [IN] [NE]	[AZ] [IA] [NV]	[AR] [KS] [NH]	[CA] [KY] [NJ]	[CO] [LA] [NM]	[CT] [ME] [NY]	[DE] [MD] [NC]	[DC] [MA] [ND]	[FL] [MI] [OH]	[GA] [MN] [OK]	[HI] [MS] [OR]	[ID] [MO] [PA]		
Eull	[RI]	[SC]	[SD] rst, if indivi	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[wv]	[WI]	[WY]	[PR]		
N/A			•	ŕ								<del> </del>			
Busi: N/A	ness or Re	esidence A	ddress (Nui	mber and Si	treet, City,	State, Zip C	ode)								
Nam N/A	e of Asso	ciated Bro	ker or Deale	er											
State	s in Whic	h Person I	isted Has S	Solicited or	Intends to S	Solicit Purcl	nasers		· · · · · · · · · · · · · · · · · · ·						-
(Che	ck "All S	tates" or ch	neck individ	lual States)	· · · · · · · · · · · · · · · · · · ·	••••••••••••	•••••••					All States			
	[AL] [IL] [MT]	[AK] [IN] [NE]	[AZ] [IA] [NV]	[AR] [KS] [NH]	[CA] [KY] [NJ]	[CO] [LA] [NM]	[CT] [ME] [NY]	[DE] [MD] [NC]	[DC] [MA] [ND]	[FL] [MI] [OH]	[GA] [MN] [OK]	[HI] [MS] [OR]	[ID] [MO] [PA]		
	[RI] Name (La	[SC] ist name fi	[SD] rst, if indivi	[TN] dual)	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]		
N/A Busi N/A	ness or Re	esidence A	ddress (Nu	mber and S	treet, City,	State, Zip C	Code)								
Nam		ciated Bro	ker or Deal	er	<u> </u>	·	•			,					
N/A State		h Person I	isted Has S	Solicited or	Intends to	Solicit Purc	hasers				<u>.</u>	·			
(Ch	eck "All S	tates" or c	heck indivi	dual States)	·	•••••						All States			
	[AL] [IL] [MT] [RI]	[AK] [IN] [NE] [SC]	[AZ] [IA] [NV] [SD]	[AR] [KS] [NH] [TN]	[CA] [KY] [NJ] [TX]	[CO] [LA] [NM] [UT]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	[ID] [MO] [PA] [PR]		

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF	PROCEEDS	
	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \(\square\) and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		
	Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt	\$	s
	Equity	\$250,000,000*	\$132,000,000
	☐ Common ☐ Preferred		
	Convertible Securities (including warrants)	\$	s
	Partnership Interests	\$	s
	Other (Specify)	\$	s
	Total	\$250,000,000*	\$132,000,000
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number Investors	Aggregate
		Number hivestors	Dollar Amount of Purchases
	Accredited Investors	2	\$ 132,000,000
	Non-accredited Investors		S
	Total (for filings under Rule 504 only)		<b>S</b> .
	Answer also in Appendix, Column 4, if filing under ULOE.		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.		
	Type of offering	Type of Security	Dollar Amount Sold
	Rule 505		\$
	Regulation A		S
	Rule 504		\$
	Total		S
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees		s
	Printing and Engraving Costs		S
	Legal Fees		S
	Accounting Fees.		S
	Engineering Fees		\$
	Sales Commissions (specify finders' fees separately)		S
	Other Expenses (identify) (Any offering expenses borne by the Fund will be de minimus)		S
	Total		\$ 0

<sup>\*</sup> Good faith estimate.

	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF	PROCEEDS	
Į.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \( \square\$\) and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		
	Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt	\$	s
	Equity	\$250,000,000*	\$132,000,000
	☐ Common ☐ Preferred		
	<del>-</del>	\$	s
	Partnership Interests		S
	Other (Specify)		s
	Total	\$250,000,000*	\$132,000,000
	Answer also in Appendix, Column 3, if filing under ULOE.	\$230,000,000	3132,000,000
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		
		Number Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors	2	\$ 132,000,000
	Non-accredited Investors		\$
	Total (for filings under Rule 504 only)		\$
	Answer also in Appendix, Column 4, if filing under ULOE.		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.		
	Type of offering	Type of Security	Dollar Amount Sold
	Rule 505		\$
	Regulation A		\$
	Rule 504		\$
	Total		\$
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees		s
	Printing and Engraving Costs		\$
	Legal Fees		\$
	Accounting Fees		\$
	Engineering Fees		\$
	Sales Commissions (specify finders' fees separately)		\$
	Other Expenses (identify)		\$
	Total		\$0
		. —	

<sup>\*</sup> Good faith estimate.

_	C. OFFERING PRIC	L, NUMBER OF INVESTORS, EXPENSES AND U	SE OF FROCEEDS		
		ring price given in response to Part C - Question 1 and to 4.a. This difference is the "adjusted gross proceeds to			
	issuer."			\$250,000,000	
	the purposes shown. If the amount for any purpos	oceeds to the issuer used or proposed to be used for eac e is not known, furnish an estimate and check the box to d must equal the adjusted gross proceeds to the issuer s	the		
			Payments to Officers, Directors, & Affiliates	Payments To Others	
	Salaries and fees		s	□ s	
	Purchase of real estate		s	□s	
	Purchase, rental or leasing and installation of mac	ninery and equipment	<u></u> \$	□ s	
	Construction or leasing of plant buildings and faci	lities	s	□ <b>s</b>	
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)		□ s	□ <b>\$</b>		
	Repayment of indebtedness		s	□s	
	Working capital		s	□ <b>s</b>	
	Other (specify): The applicant will use all proc securities and to pay expenses	eeds to invest in investment associated with such investments.	□ <b>\$</b>	⊠\$ 250,000,000	
	Column Totals		s	<b>⊠</b> \$ 250,000,000	
	Total Payments Listed (column totals added)		× \$250,0	🖂 \$250,000,000	
_		D. FEDERAL SIGNATURE			
u		e undersigned duly authorized person. If this notice is f ities and Exchange Commission, upon written request o Rule 502.			
	suer (Print or Type) sillie Gifford Group Trus!	Signature	Date March 21 ,2005	7)	
VI VI	ame of Signer (Print or Type) ichael Mayer, on behalf of The Northern Trust ompany, Custodial Trustee of Baillie Gifford roup Trust	Title of Signer (Print or Type) Vice President, The Northern Trust Company			

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

ATTENTION